### UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re:	) Ch	apter 11
VOYAGER DIGITAL HOLDINGS, INC., et al.,	) Cas	se No. 22-10943 (MEW)
Debtors. <sup>1</sup>	) ) (Jo	intly Administered)
	)	

FIRST SUPPLEMENTAL DECLARATION OF DARREN AZMAN IN SUPPORT OF APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MCDERMOTT WILL & EMERY LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF VOYAGER DIGITAL HOLDINGS, INC., ET AL., EFFECTIVE AS OF JULY 22, 2022

Pursuant to 28 U.S.C. § 1746, I, Darren Azman, declare under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

- 1. I am a partner in the law firm of McDermott Will & Emery LLP

  ("McDermott") and resident in McDermott's New York office at One Vanderbilt Avenue,

  New York, New York 10017-3852. I am a member in good standing of the Bars of the States

  of Massachusetts and New York. There are no disciplinary proceedings pending against me.
- 2. On July 5, 2022, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.
- 3. On July 19, 2022, the United States Trustee for the Southern District of New York (the "<u>U.S. Trustee</u>") appointed the Committee pursuant to Bankruptcy Code section 1102. *See* Docket No. 102.

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.'s and Voyager Digital Ltd.'s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC's principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

- 4. On July 22, 2022, the Committee selected McDermott as its proposed counsel, subject to this Court's approval. On August 22, 2022, the Committee filed an application to employ and retain McDermott as counsel for the Committee [Docket No. 317] (the "Application").<sup>2</sup>
- 5. My declaration in support of the Application (the "<u>Declaration</u>") was attached as Exhibit B to the Application. In connection with the Application, I submit this supplemental declaration (the "<u>Supplemental Declaration</u>") to provide additional disclosures in response to requests made by the U.S. Trustee and in accordance with Bankruptcy Rules 2014(a) and 2016(b). Unless otherwise stated, I have personal knowledge of the facts set forth herein.

#### **Statement Regarding U.S. Trustee Guidelines**

- 6. McDermott intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013* (the "Revised U.S. Trustee Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by McDermott in these Chapter 11 Cases.
- 7. The following is provided in response to the request for additional information set forth in Section D.1 of the Revised U.S. Trustee Guidelines:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: McDermott has agreed to a 10% discount off of its standard hourly rates. The hourly rates disclosed in the Application and Declaration reflected McDermott's hourly rates after applying the 10% discount. McDermott has also agreed to a \$1,300 maximum hourly billing rate for any professional working on the Chapter 11 Cases.

<sup>&</sup>lt;sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Application.

Question: Do any of the professionals included in this engagement vary

their rate based on the geographic location of the bankruptcy

case?

**Response:** No. The hourly rates used by McDermott in representing the

Committee are consistent with the hourly rates that McDermott charges other chapter 11 clients regardless of their location before taking into account the discounts described above.

**Question**: If you represented the client in the 12 months prepetition,

disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the

reasons for the difference.

**Response**: McDermott did not represent the Committee prior to the Petition

Date.

Question: Has your client approved your prospective budget and staffing

plan, and, if so, for what budget period?

**Response**: Yes. The Committee approved McDermott's budget and staffing

plan for the period from July 22, 2022 through November 15,

2022.

#### **Supplemental Specific Disclosures**

8. McDermott represents the Cred Inc. Liquidation Trust, which was formed in the chapter 11 cases of Cred Inc., *et al.* (the "<u>Cred Trust</u>"). Christopher Moser is a Trustee of the Cred Trust and also a member of the Committee in these Chapter 11 Cases. McDermott also represents Mr. Moser and the other Cred Trust Trustees and Trust Advisory Board members individually in connection with matters related to the Cred Trust. McDermott has not and will not represent Mr. Moser (or any other Cred Trust Trustee or Trust Advisory Board member) in connection with these Chapter 11 Cases.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 7, 2022

By: /s/ Darren Azman

Darren Azman

Partner

McDermott Will & Emery LLP

#### **CERTIFICATE OF SERVICE**

I hereby certify that on this 7th day of September 2022, a true and correct copy of the foregoing First Supplemental Declaration of Darren Azman in Support of Application for Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al. Effective as of July 22, 2022 has been served on the Service List via (i) electronic notification pursuant to the CM/ECF system for the United States Bankruptcy Court for the Southern District of New York, (ii) e-mail, or (iii) First Class U.S. Mail, as indicated in the service list attached hereto.

/s/ Darren Azman

Darren Azman

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